

Posteitaliane

**Regulations of Poste Italiane S.p.A.
Sustainability Committee**

Document approved by Poste Italiane S.p.A. Board of Directors at its meeting on 10 June 2020 and subsequently amended at the meeting on 17 December 2020.

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ARTICLE 1 Composition

- 1.1 The Sustainability Committee (hereinafter, for the sake of brevity, the "Committee") of Poste Italiane S.p.A. (hereinafter, for the sake of brevity, also the "Company"), established by resolution of the Board of Directors of the Company taken on 15 May 2020 pursuant to art. 14.6 of the Poste Italiane Bylaws, is composed of at least three non-executive Directors, one of which with the functions of Chairman. At least one of the members of the Committee has the independence requirements pursuant to art. 2, recommendation 7, of the Corporate Governance Code for listed companies.
- 1.2 The members and the Chairman of the Committee are appointed and may be removed, by a justified resolution of the Board of Directors.
- 1.3 Upon proposal of the Chairman, the Committee appoints a Secretary, chosen from the unit responsible for handling corporate affairs. The Secretary is entrusted with the task of assisting the Chairman and the Committee in carrying out their activities and drawing up the minutes of the meetings.

ARTICLE 2 Duties and powers

- 2.1 The Committee has the duty to assist the Board of Directors, with preliminary, propositional and consultative functions, in pursuing sustainable success, including through support in assessments and decisions relating to environmental, social and governance factors, promoting the continuous integration of national and international best practices relating to sustainability in Company strategies.
- 2.2 In this context, the Committee is assigned the following tasks:
 - a) to supervise the sustainability issues related to the conduct of the Company business and the dynamics of the interaction with all stakeholders;
 - b) to examine the Company's sustainability policies;
 - c) to examine and evaluate the evolution of sustainability also considering the relevant international guidelines and principles, monitoring the position of the Poste Italiane Group;
 - d) without prejudice to the competence of the Control and Risks Committee on periodical financial and non-financial information, to examine in advance, giving support to the Control and Risk Committee, the general approach of the Integrated Annual Report, with reference to the content of periodical non-financial information and the articulation of the related contents, as well as the

completeness and transparency of the information provided through the same Annual Report, in order to support the Board of Directors in approving this document;

- e) to examine, evaluate and formulate proposals regarding Poste Italiane Group environmental, social and governance strategy (the latter with reference to sustainability), including strategies relating to climate change, the annual objectives and targets to be achieved, considering potential projects on these issues and monitoring their implementation over time;
- f) to supervise the methods for integrating environmental, social and governance issues (the latter with reference to sustainability) into the business model;
- g) to analyse the issues relevant for the generation of long-term value, in coordination with the Control and Risk Committee, for the purpose of examining and approving the business plan by the Board of Directors;
- h) to monitor, in coordination with the Control and Risk Committee, the risks and opportunities related to climate changes, as well as the initiatives undertaken by the Company to deal with these issue, informing the Board of Directors.

ARTICLE 3 Convening, conduct, and minutes of the meetings

- 3.1 The Committee meets with adequate frequency for the proper performance of its functions; the Secretary coordinates the activity of the Committee with the activity of the Board of Directors.
- 3.2 At the request of the Chairman, the Secretary sends the notice of a meeting containing the date, time, place and the agenda to the members of the Committee and the Board of Statutory Auditors, normally at least three days before the date set for the meeting, ensuring that there are two working days off. In cases of urgency, the deadline may be shorter but, in any case, the minimum notice is no less than 24 hours. The Secretary sends the meeting notice, for information, to the Chairman of the Board of Directors and the Chief Executive Officer.
- 3.3 The documentation regarding items on the agenda is made available to the Committee and the Board of Statutory Auditors by the Secretary through a specific online platform which is equipped with the necessary IT security requirements, usually together with the notice of call referred to at paragraph 3.2.

- 3.4 The meetings of the Committee are chaired by the Chairman of the Committee or, if he or she is absent or impeded, by the oldest independent member in terms of age.
- 3.5 The meetings of the Committee are attended by the Board of Statutory Auditors. On the invitation of the Chairman of the Committee, the meetings are also attended by the Head of Group Risk Governance Function, operating within the Corporate Affairs Function. With regard to single items on the agenda, the Chairman of the Committee may invite to any given committee meeting other members of the Board of Directors, the Magistrate representing the Court of Auditors and, via the Corporate Affairs Function, Company executives or third persons who might help the Committee to better perform its duties. The Chairman of the Board of Directors and the Chief Executive Officer may take part in the meetings of the Committee.
- 3.6 The meetings of the Committee may also take place by means of telecommunications, provided that all the participants can be identified, that such identification is acknowledged in the related minutes, and that they are able to follow the discussion of the items on the agenda and contribute to it in real time, as well as to exchange documents if need. If the notice of a meeting provides for participation exclusively via telecommunications (video or teleconference), it is not necessary to indicate the place of the meeting either in the notice of meeting or in the related minutes.
- 3.7 For the meetings of the Committee to be valid, they must be attended by the majority of its members in office.
- 3.8 The decisions of the Committee are made by the absolute majority of members present. In case of a tie, the vote of who chairs the meeting is decisive.
- 3.9 The proceedings of the Committee's meetings are recorded in minutes which – signed by who chairs and the Secretary – are kept by the latter in chronological order. Copies are sent to the members of the Committee, as well as to the regular members of the Board of Statutory Auditors. The meetings of the Committee are, as a rule, recorded in a concise but exhaustive manner, nevertheless, in the preparation of the minutes it is considered (i) the possible request by a member of the Committee to report in detail his / her intervention, or (ii) the need or opportunity, dictated by specific needs, of an analytical recording. The approval of the minutes usually takes place at the following meeting of the Committee, unless immediate approval is required.

3.10 The Committee can have access - within the limits of the tasks assigned to it – to the information and company functions necessary for the performance of its duties and can make use of external consultants and experts at the Company's expense, within the limits approved by the Board of Directors.

3.11 If deemed necessary, the Chairman of the Committee, at the first suitable meeting, informs the Board of Directors about the activities carried out by the Committee.

ARTICLE 4 Approval and amendment of the Regulations

4.1 The present regulations were adopted by a resolution of the Board of Directors.

4.2 The Committee periodically checks the appropriateness of the present regulations, and submits any proposals for changes or additions to the Board of Directors.